

TENNESSEE REGULATORY AUTHORITY

Pat Miller, Chairman
Deborah Taylor Tate, Director
Sara Kyle, Director
Ron Jones, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

November 12, 2004

Ms. Jessica Renneker
Director of Regulatory Affairs
3660 Wilshire Boulevard, 4th Floor
Los Angeles, California 90010

Re: Affinity Networks, Inc.'s Petition to amend its Certificate of Authority to Authorize the
Use of VOIP Communications as Assumed Corporate Name in Tennessee.
Docket 04-00392

Dear Ms. Renneker,

In order to more fully evaluate your petition, the Staff of the Tennessee Regulatory Authority will need additional information to this petition. Please respond by November 19, 2004 by providing 13 copies of your response to the TRA Docket Manager.

The Petition states that "ANI hereby requests authority to sell intrastate telecommunications service under the assumed corporate name VOIP Communications in Tennessee." Our records indicate that Affinity Networks, Inc. was granted authority to "resell interexchange long distance services" in Tennessee. See details in ANI's Application for a CCN and TRA October 10, 2000 Order in Docket No. 00-00819.

Therefore, ANI's certificate of convenience and necessity does not extend to providing local intrastate telecommunications services. Please explain further what services would be provided under the corporate name of VOIP Communications.

If the services to be provided by VOIP Communications are those for which ANI has a certificate of convenience and necessity, you will need to modify your petition to limit it to changing ANI's corporate name. However, if ANI is not certificated to provide the new services in Tennessee, then ANI will need to petition the Authority for a new or amended certificate.

Should you have any questions, please contact me at (615) 741-290 ext 150.

Sincerely,

Aster Adams, Chief
Competitive Markets & Policy Division
Tennessee Regulatory Authority

04-00392ANI DR